

**CERTIFICATE OF INCUMBENCY**

The undersigned, Sole Member of Mirant Lovett, LLC, a limited liability company duly organized and authorized to do business in the State of New York, with a principal office for the transaction of business at 37 Elm Street, Tomkins Cove, County of Rockland, New York (the “**Company**”) hereby certifies that the following are the members and managers of the said Company:

<u>Name and Address of Members</u>	<u>Interest Owned</u>
Mirant New York, Inc.	100%

The undersigned further certifies that pursuant to a unanimous consent by the Members of the Company, the following persons are empowered to execute documents related to banking and business in which the Company may engage:

Jeffrey R. Perry

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incumbency as of the 30th day of June, 2006, acknowledging that the County of Rockland Industrial Development Agency will rely upon the same in conjunction with making other financial accommodations in favor of the aforesaid Company.

Mirant New York, Inc., Sole Member

By: \_\_\_\_\_  
Jeffrey R. Perry, President

STATE OF NEW YORK     )  
  )ss.:  
COUNTY OF ROCKLAND )

On the \_\_\_\_ day of \_\_\_\_\_ in the year 2006, before me, the undersigned, a notary public in and for said state, personally appeared JEFFREY R. PERRY, President of Mirant New York, Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

\_\_\_\_\_  
Notary Public